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ENTERPRISE PRODUCTS PARTNERS L P

Form 4

February 05, 2007

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

SECURITIES

if no longer subject to Section 16. Form 4 or

Check this box

Form 5

Estimated average burden hours per response... 0.5

OMB APPROVAL

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DUNCAN DAN L**

(Street)

(State)

2. Issuer Name and Ticker or Trading

Issuer

Symbol

ENTERPRISE PRODUCTS PARTNERS L P [EPD]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

_X__ Director X__ 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

(Month/Day/Year) 1100 LOUISIANA STREET; SUITE 02/01/2007

(Zip)

1000

below) Chairman

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

HOUSTON, TX 77002

(City)

					, F ,		,
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities Acquired	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	or(A) or Disposed of	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(D)	Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)	Owned	Direct (D)	Ownership
					Following	or Indirect	(Instr. 4)
				/ A >	Reported	(I)	
				(A)	Transaction(s)	(Instr. 4)	
			C 1 W	or or	(Instr. 3 and 4)		
			Code V	Amount (D) Price			
Common							

Units By Representing 118,078,425 $I^{(1)}$ **DFIDH** Limited (2)

Partnership **Interests**

 $I^{(3)}$ Common By 1998 5,918,200 Trust

Units

Representing Limited Partnership

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Interests								
Common Units Representing Limited Partnership Interests	02/01/2007	P	5,200	A	\$ 29.6	6,315,970	I (3)	By 2000 Trust
Common Units Representing Limited Partnership Interests						13,454,498	I (4)	Ву ЕСРН
Common Units Representing Limited Partnership Interests						41,500	I (5)	By EPCO
Common Units Representing Limited Partnership Interests						856,100	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Interacto

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of n Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Date (Month/Day/Yo	te	7. Title an Underlyin (Instr. 3 an
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Unit Options-Obligation	\$ 22.76	11/22/2006		M(10)	10,000	04/11/2005	04/11/2012	Commo Units

to Sell #98-88 (6) (7) (8) (9)

Reporting Owners

Reporting Owner Name / Address	Relationships					
and the state of t		10% Owner	Officer	Other		
DUNCAN DAN L 1100 LOUISIANA STREET; SUITE 1000 HOUSTON, TX 77002	X	X	Chairman			
EPCO, Inc. 2707 NORTH LOOP WEST HOUSTON, TX 77008		X				
DUNCAN FAMILY INTERESTS, INC. 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware General, LLC		
DFI DELAWARE GENERAL, LLC 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803				DFI Delaware Holdings L.P.		
DFI DELAWARE HOLDINGS L.P. 103 FOULK ROAD, SUITE 200 WILMINGTON, DE 19803		X				

Signatures

William L. Soula, Attorney-in-Fact on behalf of Dan L. Duncan, Duncan Family Interests, Inc., DFI Delaware General, LLC, and DFI Delaware Holdings L.P. and Assistant Secretary of EPCO, Inc.

02/05/2007

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These Common Units are owned by DFI Delaware Holdings L.P. ("DFIDH"), an indirect, wholly-owned subsidiary of EPCO, Inc. ("EPCO"). Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- DFIDH is an indirect, wholly-owned subsidiary of Duncan Family Interests, Inc. ("DFI"), which is an indirect, wholly-owned subsidiary of EPCO. The general partner of DFIDH, DFI Delaware General, LLC, and the sole limited partner of DFIDH, DFI Delaware Limited, LLC, are both wholly-owned subsidiaries of DFI.
- (3) EPCO is the grantor of the Duncan Family 1998 Trust (the "1998 Trust"); and EPCO is the grantor of the Duncan Family 2000 Trust (the "2000 Trust"). These trusts were established to acquire and hold Common Units of the issuer.
- These Common Units are owned by Enterprise GP Holdings L.P. ("EGPH"), an 81.49% limited partnership interest in which is owned by DFI and a 4.27% limited partnership interest in which is owned by Dan Duncan LLC ("Duncan LLC"). The 0.01% general partner of EGPH is EPE Holdings, LLC, a wholly-owned subisidary of Duncan LLC. Dan L. Duncan is the sole member of Duncan LLC.
- (5) These Common Units are owned by EPCO. Dan L. Duncan owns 50.427% of the voting stock of EPCO.
- Options are issued under the Enterprise Products 1998 Employee Unit Option Plan to employees of EPCO and outside directors of the issuer's general partner and are exercisable for Common Units on a one-for-one basis. DAN L. DUNCAN HOLDS NO OPTIONS IN THE ISSUER'S SECURITIES.

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- (7) Options have exercise prices ranging from \$7.75 to \$26.95.
- (8) Options have exercise dates ranging from April 16, 2002 through May 1, 2010
- (9) Options have expiration dates ranging from September 30, 2009 through May 1, 2016
- (10) Options exercised by an employee of EPCO who IS NOT a Section 16 officer of the issuer's general partner.
- (11) The powers of attorney under which this form was signed are on file with the Commission

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.